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SMATHERS & KEMP, P.A.

ATTORNEYS AT LAW

609 NORTH HYER AVENUE
ORLANDO, FLORIDA 32803

BENJAMIN F. SMATHERS
E. DAVID KEMP

PHONE (407) 648-0200
FAX (407) 246-0090

January 4, 1995

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

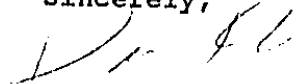
RE: Enclosed Articles of Incorporation

Dear Sir or Madam:

Enclosed, please find two (2) original sets of Articles of Incorporation for Club 19 Entertainment, Inc. as well as this firm's check #4391 in the amount of \$122.50 to cover the cost of filing these documents.

Thank you for your prompt attention to this matter.

Sincerely,



E. David Kemp, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Enclosures

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ARTICLES OF INCORPORATION
OF
CLUB 19 ENTERTAINMENT, INC.

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DIVISION OF CORPORATIONS
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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be CLUB 19 ENTERTAINMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 1750 Maitland Avenue, Maitland, Florida 32751.

The name of the initial registered agent of this corporation at that address shall be: MEL WARD.

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their)

successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
WILLIAM G. WARD	1750 Maitland Avenue Maitland, Florida 32751	President Vice President Secretary\Treas.

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
WILLIAM G. WARD	1750 Maitland Avenue Maitland, Florida 32751

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the
Incorporators to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
WILLIAM G. WARD	1750 Maitland Avenue Maitland, Florida 32751

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 29th day of December, 1994.

William G. Ward (SEAL)
WILLIAM G. WARD

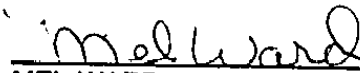
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, CLUB 19 ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Maitland, County of Seminole, State of Florida, has named its Registered Agent, MEL WARD, 1750 Maitland Avenue, Maitland, Florida 32751 to accept service of process within this State.

ACKNOWLEDGEMENT

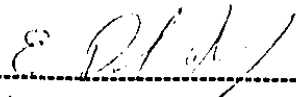
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



MEL WARD
1750 Maitland Avenue
Maitland, Florida 32751

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of December, 1994, by MEL WARD who produced his Florida driver's license as identification, and who did take an oath.



Notary Public
My commission expires:



OFFICIAL SEAL
E. DAVID KEMP
My Commission Expires
Sept. 30, 1996
Comm. No. CC 228686

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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